

ALVORD AND ALVORD

SEP 26 00

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ATTORNEYS AT LAW

1600 K STREET, NW

SUITE 200

WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

September 26, 2000

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423Re: EL-MO II Trust No. 2000-B

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement (EL-MO II TRUST B), dated as of September 27, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:                   Wilmington Trust Company  
                              1100 North Market Street  
                              Wilmington, Delaware 19890

Lessee:                   El-Mo Leasing II Corporation  
                              9301 West 55<sup>th</sup> Street  
                              La Grange, Illinois 60525

A description of the railroad equipment covered by the enclosed documents is:

Twenty-three (23) SD70M Diesel Electric Locomotives: UP 4200 – UP 4222 inclusive.

A short summary of the railroad equipment covered by the enclosed document is:

buc

Mr. Vernon A. Williams  
September 25, 2000  
Page 2

Memorandum of Lease Agreement (EL-MO II TRUST B), dated as of September 27, 2000, between Wilmington Trust Company, Lessor, and El-Mo Leasing II Corporation, Lessee, covering twenty-three (23) SD70M Diesel Electric Locomotives: UP 4200 – UP 4222 inclusive.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bjg  
Enclosures

EL-MO II TRUST NO. 2000-B

SEP 26 '00

5-59 PM

MEMORANDUM OF LEASE AGREEMENT SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement made and entered into on September 27, 2000 by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("*Lessor*"), and El-Mo Leasing II Corporation, an Illinois corporation ("*Lessee*").

WITNESSETH

The undersigned have entered into that certain Lease of Railroad Equipment (the "*Lease Agreement*"), dated September 27, 2000, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain locomotives bearing road numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY  
not in its individual capacity but solely as  
Owner Trustee

By \_\_\_\_\_  
Name: **PATRICIA A. EVANS**  
Title: **Senior Financial Services Officer**

Executed on this \_\_\_\_ day of September  
2000.

EL-MO LEASING II CORPORATION

By \_\_\_\_\_  
Name: Keith McCanless  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of September  
2000.

STATE OF DELAWARE )

COUNTY OF New Castle )

SS:

On this, the 22<sup>nd</sup> day of September, 2000, before, a Notary Public in and for said County and State, personally appeared **PATRICIA A. EVANS** who being by me duly sworn, says that (s)he is the **Senior Financial Services Officer** of Wilmington Trust Company, that said instrument was signed on September 22<sup>nd</sup>, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Janel R. Havrilla  
Name: **JANEL R. HAVRILLA**  
Notary Public **NOTARY PUBLIC-DELAWARE**  
My Commission Expires **February 2, 2001**  
Residing in Wilmington, DE

STATE OF ILLINOIS )

COUNTY OF COOK )

SS:

On this, the \_\_\_\_ day of September, 2000, before, a Notary Public in and for said County and State, personally appeared Keith McCanless, who being by me duly sworn, says that he is the Assistant Treasurer of El-Mo Leasing II Corporation, that said instrument was signed on September \_\_\_\_, 2000 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

**EL-Mo II TRUST NO. 2000-B**

**MEMORANDUM OF LEASE AGREEMENT**

Memorandum of Lease Agreement made and entered into on September 27, 2000 by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("*Lessor*"), and El-Mo Leasing II Corporation, an Illinois corporation ("*Lessee*").

**WITNESSETH**

The undersigned have entered into that certain Lease of Railroad Equipment (the "*Lease Agreement*"), dated September 27, 2000, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain locomotives bearing road numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease Agreement.

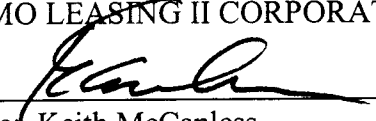
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY  
not in its individual capacity but solely as  
Owner Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of September  
2000.

EL-MO LEASING II CORPORATION

By  \_\_\_\_\_  
Name: Keith McCanless  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of September  
2000.

STATE OF DELAWARE                    )  
  )       SS:  
COUNTY OF \_\_\_\_\_            )

On this, the \_\_\_\_ day of September, 2000, before, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of Wilmington Trust Company, that said instrument was signed on September \_\_\_\_, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

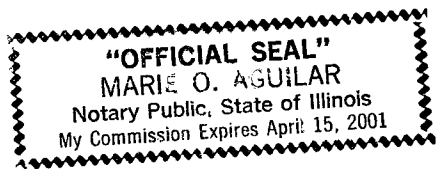
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF ILLINOIS                    )  
  )       SS:  
COUNTY OF COOK                    )

On this, the \_\_\_\_ day of September, 2000, before, a Notary Public in and for said County and State, personally appeared Keith McCanless, who being by me duly sworn, says that he is the Assistant Treasurer of El-Mo Leasing II Corporation, that said instrument was signed on September \_\_\_\_, 2000 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Marie O. Aguilar  
Name:  
Notary Public  
My Commission Expires: April 15, 2001  
Residing in North Chicago, IL

Exhibit A

Units		
Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	23	4200
		4201
		4202
		4203
		4204
		4205
		4206
		4207
		4208
		4209
		4210
		4211
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